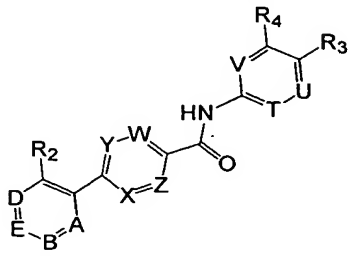
Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, D, E, W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8 or N;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L_a-R_a;

R_2 is selected from nitro, cyano, -NHOH, and groups of the formula L_a-R_a; with the proviso that R_2 is not hydrogen;

R_3 and R_4 are:

(a) each independently selected from (i) hydrogen and halogen; and (ii) C_1-C_8alkyl, C_2-C_8alkyl ether and -$(SO_2)C_1$-C_6alkyl, each of which is substituted with from 0 to 5 substituents independently chosen from halogen, hydroxy, amino, cyano and nitro; with the proviso that at least one of R_3 and R_4 is not hydrogen; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings; and dioxane, wherein each fused ring is substituted with from 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl and C_1-C_6haloalkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -$N(H)SO_2C_1$-C_6alkyl, -$N(SO_2C_1$-C_6alkyl$)_2$ and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

L_a is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein

m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

R_a is independently selected at each occurrence from:

(a) hydrogen; and

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl, and mono- and di-(C_1-C_6alkyl)amino.

2. (Original) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein A is N.

3. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1~~ or claim 2~~, wherein R_2 is selected from cyano, nitro, NHOH, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4hydroxyalkyl, C_1-C_4alkoxy, C_1-C_4alkylthio, C_1-C_4alkanoyl, aminoC_0-C_4alkyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), (C_5-C_6cycloalkyl)amino, (5- or 6-membered heterocycloalkyl)C_0-C_4alkyl, -N(R_x)SO_2C_1-C_4alkyl and -N(SO_2C_1-C_4alkyl)$_2$.

4-5. (Cancelled)

6. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 1-5~~claim 1, wherein B and D are CR_1, and wherein each R_1 at B and D is independently selected from hydrogen, halogen, cyano, C_1-C_4alkyl, C_1-C_4haloalkyl and C_1-C_4alkoxy.

7. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1~~any one of claims 1-6~~, wherein E is N or CR_1, wherein R_1 at E is hydrogen, C_1-C_4alkyl or C_1-C_2alkoxy.

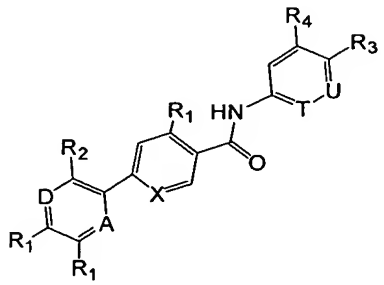
8. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1~~any one of claims 1-7~~, wherein W, Y and Z are CR_1, and wherein each R_1 at W, Y and Z is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy, -N(H)SO_2C_1-C_4alkyl, -N(C_1-C_4alkyl)SO_2C_1-C_4alkyl and -N(SO_2C_1-C_4alkyl)$_2$.

9. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 8, wherein X is N or CH.

10-12. (Cancelled).

13. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1~~any one of claims 1-12~~, wherein R_3 and R_4 are independently selected from hydrogen, halogen, C_1-C_4alkyl, C_2-C_4alkyl ether, C_1-C_4haloalkyl, C_1-C_4hydroxyalkyl and $-SO_2CF_3$; or wherein R_3 and R_4 are taken together to form a fused ring chosen from 5-membered carbocyclic and heterocyclic rings, phenyl, dioxane and dioxepane.

14. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, having the formula:



wherein:

A, T, U and X are independently N or CH;

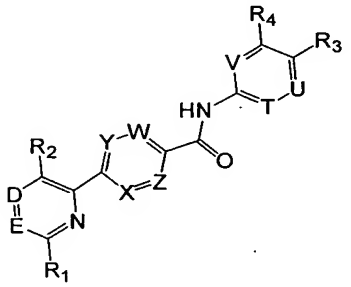
D is CH;

each R_1 is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy, -N(H)SO_2C_1-C_4alkyl, -N(C_1-C_4alkyl)SO_2C_1-C_4alkyl and -N(SO_2C_1-C_4alkyl)$_2$;

R_2 is cyano, CHO, amino, nitro, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, propoxy, methylthio, ethylthio, $-N(H)SO_2C_1$-C_4alkyl, $-N(CH_3)SO_2C_1$-C_4alkyl or $-N(SO_2CH_3)_2$; and R_3 and R_4 are independently selected from hydrogen, halogen, C_1-C_4alkyl, C_2-C_4alkyl ether, C_1-C_4haloalkyl, C_1-C_4hydroxyalkyl and $-SO_2CF_3$; or R_3 and R_4 are taken together to form a fused ring chosen from 5-membered carbocyclic and heterocyclic rings, phenyl, dioxane and dioxepane.

15-16. (Cancelled).

17. (Currently Amended) A compound of the formula:



wherein:

D, E, G, W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8 or N;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_2 is halogen, cyano, nitro or a group of the formula L-M; with the proviso that R_2 is not hydrogen;

R_3 and R_4 are:

(a) independently chosen from R_8; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, $-N(H)SO_2C_1$-C_6alkyl, $-N(SO_2C_1$-C_6alkyl$)_2$ and $-N(C_1$-C_6alkyl$)SO_2C_1$-C_6alkyl;

R_8 is independently chosen at each occurrence from:

(a) hydrogen, halogen, hydroxy, amino, cyano and nitro; and

(b) C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, $-SO_2CF_3$, 5- to 7-membered heterocycloalkyl, mono- and di-(C_1-C_6alkyl)amino, $-N(H)SO_2C_1$-C_6alkyl, $-N(SO_2C_1$-C_6alkyl$)_2$ and $-N(C_1$-C_6alkyl$)SO_2C_1$-C_6alkyl; each of which is substituted with from 0 to 3 substituents independently selected from hydroxy, halogen, cyano, oxo, C_1-C_4alkyl and C_1-C_4haloalkyl;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

18. (Original) A compound or pharmaceutically acceptable form thereof according to claim 17, wherein R_3 is selected from:

(a) halogen; and

(b) C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, $-SO_2CF_3$, C_2-C_6alkyl ether and 5- to 7-membered heterocycloalkyl, each of which is substituted with from 0 to 3 substituents independently selected from hydroxy, halogen, cyano, oxo, C_1-C_4alkyl and C_1-C_4haloalkyl.

19. (Cancelled).

20. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 17-19~~claim 17, wherein W, Y and Z are CR_1, and wherein each R_1 at W, Y and Z is independently selected from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy,$-N(H)SO_2C_1$-C_4alkyl, $-N(C_1$-C_4alkyl$)SO_2C_1$-C_4alkyl and $-N(SO_2C_1$-C_4alkyl$)_2$.

21. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 20, wherein X is N or CH.

22-24. (Cancelled).

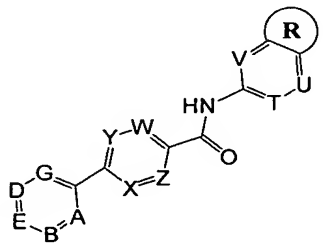
25. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 17-24~~claim 17, wherein R_2 is selected from:

(i) halogen, nitro, cyano and –NOH; and

(ii) C_1-C_6alkyl, C_1-C_6alkoxy, C_1-C_6alkylthio, C_1-C_6haloalkyl, C_1-C_6hydroxyalkyl, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, aminoC_0-C_6alkyl, mono- and di-(C_1-C_6alkyl)aminoC_0-C_6alkyl, oxadiazolyl, pyrazolyl, (5- or 6-membered heterocycloalkyl)C_0-C_6alkyl, -N(H)SO_2C_1-C_6alkyl, -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$ and -N(H)SO_2-(C_0-C_2alkyl)-phenyl; each of which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, cyano, C_1-C_4alkyl and C_1-C_4haloalkyl.

26-29. (Cancelled).

30. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, E, D and G are independently CH, CR_7 or N; with the proviso that at least one of G, D and E is CR_7;

W, X, Y and Z are independently chosen from CR_1 and N;

T, U and V are independently chosen from CR_8 and N;

(R) represents a fused 5- or 7-membered carbocyclic or heterocyclic ring or a fused dioxane ring, wherein the fused ring is substituted with from 0 to 3 substituents independently selected from oxo, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy and C_1-C_4haloalkoxy;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_7 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M; with the proviso that R_7 is not hydrogen;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$ and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from:

(a) hydrogen, and

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

31. (Original) A compound or pharmaceutically acceptable form thereof according to claim 30, wherein at least two of W, X, Y and Z are CR_1, and at least one of T and U is CR_8.

32. (Original) A compound or pharmaceutically acceptable form thereof according to claim 30, wherein W, Y and Z are CR_1, and wherein each R_1 is independently chosen from

hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy, -N(H)SO_2C_1-C_4alkyl, -N(C_1-C_4alkyl)SO_2C_1-C_4alkyl and -N(SO_2C_1-C_4alkyl)$_2$.

33. (Cancelled).

34. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~claim 33~~claim 32, wherein each R_1 is hydrogen, and wherein X is N or CH.

35. (Cancelled).

36. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 30-35~~claim 30, wherein (R) is selected from cyclopentene, thiazole, dioxolane, dioxane and dioxepane, each of which is substituted with from 0 to 2 substituents independently selected from oxo, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy, and C_1-C_4haloalkoxy.

37-38. (Cancelled).

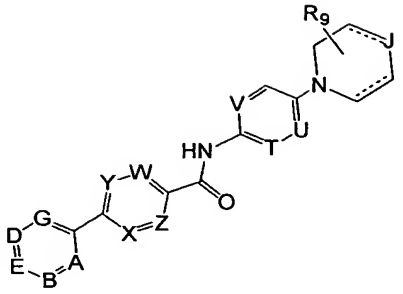
39. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 30-38~~claim 30, wherein G is CR_7.

40. (Original) A compound or pharmaceutically acceptable form thereof according to claim 39, wherein B, D and E are CH or CR_7.

41. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 39 ~~or claim 40~~, wherein A is N or CH.

42-44. (Cancelled).

45. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

J is N, NH, O or S;

A, B, E, D and G are independently CH, CR_7 or N; with the proviso that at least one of G, D and E is CR_7;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8 or N;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-R_a;

R_7 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-R_a, with the proviso that R_7 is not hydrogen;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$ and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_9 represents from 0 to 2 substituents independently chosen from halogen, cyano, nitro, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalkyl, C_1-C_4haloalkoxy, mono- and di-(C_1-C_6alkyl)amino, and C_2-C_6alkyl ether;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

R_a is independently selected at each occurrence from:

(a) hydrogen; and

(b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

46. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein at least two of W, X, Y and Z are CR_1, at least one of T and U is CR_8, and each R_1 and R_8 is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4haloalkyl and C_1-C_4alkoxy.

47-49. (Cancelled).

50. (Original) A compound or pharmaceutically acceptable form thereof according to claim 46, wherein X is N.

51. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein A is N or CH.

52. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein G is CR_7.

53-57. (Cancelled).

58. (Original) A compounds or form thereof according to claim 45, wherein:

J is O;

each R_7 is independently selected from halogen, amino, cyano, nitro, CHO, C_1-C_4alkyl, C_1-C_4haloalkyl, C_1-C_4alkoxy, C_1-C_4alkylthio, -N(H)SO_2C_1-C_4alkyl, -N(CH_3)SO_2C_1-C_4alkyl and -N(SO_2CH_3)$_2$;

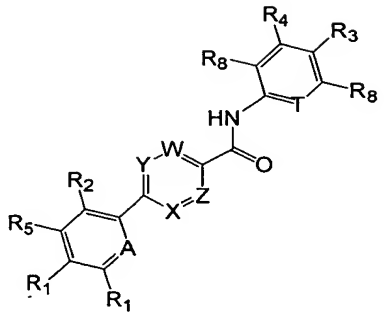
R_1 at W, Y and Z is CR_1, wherein each R_1 is independently chosen from hydrogen, halogen, hydroxy and C_1-C_4alkyl;

A is N or CH; and

T and U are independently N or CH.

59. (Cancelled).

60. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, T, W, X, Y, Z are independently CR_1 or N;

each R_1 and R_8 is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalkyl and C_1-C_4haloalkoxy;

either:

(a) R_2 is a halogen and R_5 is hydrogen; or

(b) R_2 is hydrogen and R_5 is a halogen; and

with regard to R_3 and R_4:

(a) R_3 is C_1-C_6alkyl and R_4 is hydrogen, halogen, hydroxy, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalkyl or C_1-C_4haloalkoxy;

(b) R_3 is hydrogen, halogen, amino, cyano or C_1-C_4alkoxy; and R_4 is halogen, hydroxy, amino, cyano, C_1-C_4alkyl or C_1-C_4alkoxy; or

(c) R_3 and R_4 are taken together to form a 5- or 6-membered partially saturated carbocycle substituted with from 0 to 2 substituents independently chosen from halogen, hydroxy, amino, cyano, nitro, oxo, C_1-C_4alkyl and C_1-C_4alkoxy.

61. (Original) A compound or pharmaceutically acceptable form thereof according to claim 60, wherein:

W and X are CH;

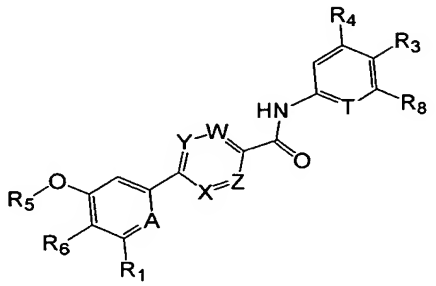
A and T are independently CH or N;

Each R_8 is hydrogen; and

each R_1 is hydrogen or halogen.

62-64. (Cancelled).

65. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A and T are independently CH or N;

W, X, Y and Z are independently CR_1 or N;

R_1 and R_8 are independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalkyl and C_1-C_4haloalkoxy;

R_3 and R_4 are:

(a) independently chosen from hydrogen, halogen, hydroxy, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalky and C_1-C_4haloalkoxy; or

(b) taken together to form a fused ring chosen from 5- to 7-membered partially saturated carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, wherein the fused ring is substituted with from 0 to 2 substituents independently chosen from halogen, hydroxy, amino, cyano, nitro, oxo, C_1-C_4alkyl, and C_1-C_4alkoxy;

R_5 is:

(a) C_1-C_6alkyl, C_1-C_6haloalkyl C_1-C_6alkenyl or C_1-C_6alkynyl; or

(b) taken together with R_6 to form a fused 5- to 7-membered partially saturated heterocycle; and

R_6 is:

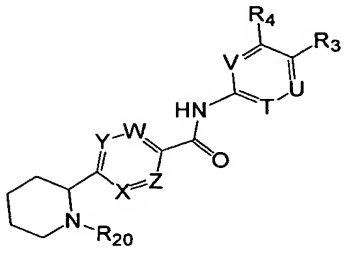
(a) hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4haloalkyl or C_1-C_4haloalkoxy; or

(b) taken together with R_5 to form a fused 5- to 7-membered partially saturated heterocycle.

66. (Original) A compound or pharmaceutically acceptable form thereof according to claim 65, wherein R_3 and R_4 are taken together to form a fused cyclopentene, thiazole, dioxolane or dioxane ring, each of which is unsubstituted or substituted with a methyl group.

67-69. (Cancelled).

70. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

T, U, V, W, X, Y and Z are independently CR_1 or N;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_1; or

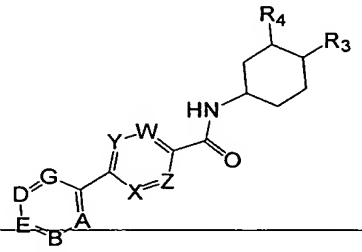
(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$ and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_{20} is hydrogen, C_1-C_6alkyl, C_1-C_6alkanoyl or -SO_2C_1-C_6alkyl;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl and (5- to 7-membered heterocycle)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

71. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, E, D, G, W, X, Y and Z are independently CR_1 or N;

R_3 and R_4 are independently chosen from R_1;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

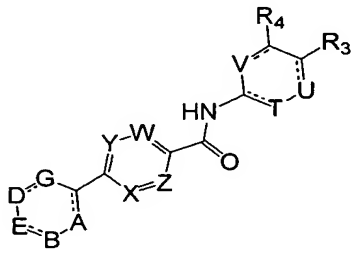
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl and (5- to 7-membered heterocycle)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-

C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

72-76. (Cancelled).

77. (Original) A method for reducing calcium conductance of a cellular capsaicin receptor, comprising contacting a cell expressing a capsaicin receptor with at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each ---- independently represents a single or double bond;

either: (a) A, B and E are independently CR_1, $C(R_1)_2$, NR_1 or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R_1, and the other of A or E is CR_1, $C(R_1)_2$, NR_1 or N;

D and G are independently CR_1, $C(R_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8, $C(R_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy,

C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

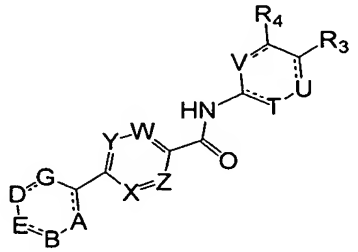
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino;

and thereby reducing calcium conductance of the capsaicin receptor.

78-87. (Cancelled).

88. (Original) A method for treating a condition responsive to capsaicin receptor modulation in a patient, comprising administering to the patient a capsaicin receptor modulatory amount of at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each ---- independently represents a single or double bond;

either: (a) A, B and E are independently CR_1, $C(R_1)_2$, NR_1 or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R_1, and the other of A or E is CR_1, $C(R_1)_2$, NR_1 or N;

D and G are independently CR_1, $C(R_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8, $C(R_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

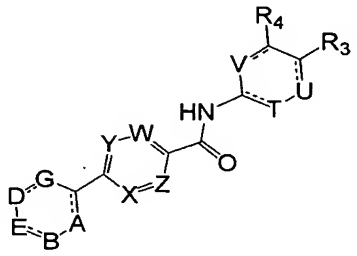
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

and thereby alleviating the condition in the patient.

89-91. (Cancelled).

92. (Currently Amended) A method for treating pain, itch, cough, hiccup or urinary incontinence in a patient, comprising administering to a patient suffering from pain a capsaicin receptor modulatory amount of at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each ---- independently represents a single or double bond;

either: (a) A, B and E are independently CR_1, $C(R_1)_2$, NR_1 or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R_1, and the other of A or E is CR_1, $C(R_1)_2$, NR_1 or N;

D and G are independently CR_1, $C(R_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8, $C(R_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

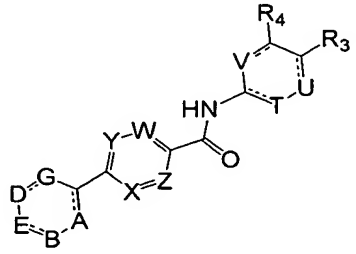
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, C(=O)$N(R_x)$, $N(R_x)$C(=O), $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino.

and thereby alleviating pain in the patient.

93-103. (Cancelled).

104. (Original) A method for promoting weight loss in an obese patient, comprising administering to a patient a capsaicin receptor modulatory amount of a compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each ==== independently represents a single or double bond;

either: (a) A, B and E are independently CR_1, $C(R_1)_2$, NR_1 or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R_1, and the other of A or E is CR_1, $C(R_1)_2$, NR_1 or N;

D and G are independently CR_1, $C(R_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8, $C(R_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)aminoC_0-C_4alkyl, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, and -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkanoyl, C_2-C_6alkyl ether, mono- and di-(C_1-C_6alkyl)amino, -N(H)SO_2C_1-C_6alkyl, -N(SO_2C_1-C_6alkyl)$_2$, -N(C_1-C_6alkyl)SO_2C_1-C_6alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1-C_8alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, mono- and di-(C_1-C_4alkyl)amino(C_0-C_4alkyl), phenylC_0-C_4alkyl, (5-membered heteroaryl)C_0-C_4alkyl and (5- to 7-membered heterocycloalkyl)C_0-C_4alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1-C_6alkyl, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, aminocarbonyl, aminoC_1-C_6alkyl and mono- and di-(C_1-C_6alkyl)amino;

and thereby promoting weight loss in the patient.

105-119. (Cancelled).